

# **By laws of the South Dakota Aviation Association**

## **Article I: Name**

1.0 The name of this corporation shall be South Dakota Aviation Association.

1.1 The principal office of the corporation shall be located at the residence of the SDAA Executive Director. The location may be changed if necessary by the Board of Directors.

## **Article II: Membership**

2.0 Upon application to the Association in a manner prescribed by the Board of Directors, and payment of annual dues, applicants may become members of the South Dakota Aviation Association in one of the following categories:

2.1 Operator: Any person, firm or corporation operating in the State of South Dakota (in an ownership capacity), holding a Federal Aviation Administration Part 137 Operating or any Federal Aviation Administration Part that may supersede this part and meets the requirements that are or may be set forth any time by federal or state law, may qualify for membership as an Operator. An owner member is entitled to one vote in matters requiring balloting and is eligible to hold an officer's position if elected.

2.2 Pilot: Any person holding a commercial pilot's license actively engaged in aerial application (not in ownership capacity) and licensed in the State of South Dakota. Each pilot member shall have one vote in matters requiring balloting and is eligible to hold an officer's position if elected.

2.3 Support: Any member's spouse, significant other or any individual interested in the promotion of SDAA objectives. Support members paying dues may be entitled to vote, but may not hold officer's positions. One Support Member elected to the board of directors shall have one vote in matters concerning South Dakota Aviation Association.

2.4 Allied Industry: Any person, firm or corporation engaged in a business that is actively associated with aviation or aerial application in the State of South Dakota. As individuals, Allied Industry members shall not be entitled to vote and may not hold an officer's position. One Allied Industry Representative elected to the board of directors shall have one vote in matters concerning South Dakota Aviation Association.

2.5 Out of State: Any person, firm or corporation whose primary location is outside the state of South Dakota, licensed in and operating as an agricultural business in the State of South Dakota. To qualify, the Out of State member must be an active member of their parent state association. Out of State members shall not be entitled to vote and may not hold an officer's position.

2.6 Associate: Any person, firm or corporation interested in the promotion or welfare of agricultural aviation through membership in South Dakota Aviation Association, but not actively engaged in aerial application or agricultural business within or outside the State of South Dakota. Associate members shall not be entitled to vote and may not hold an officer's position.

2.7 Membership in the Association is due and renewable at the Association's annual convention. Membership dues shall be set as deemed necessary by a 2/3 majority vote of the Board of Directors. Membership is payable at any other time throughout the year, but will not be prorated. Dues will be paid to the SDAA Executive Director.

2.8 Termination or suspension of membership: The Board of Directors, by a concurring vote of at least 2/3 of its members, may terminate any membership for cause, after a due hearing before the Board of Directors for the offending party.

### **Article III: Officers, Board of Directors and Association Personnel**

3.0 Officers: The officers of the Association shall consist of (one) President, (one) Vice President, (one) Secretary and (one) Treasurer.

3.1 Board of Directors: The business and affairs of the Association shall be managed by a nine member Board of Directors made up of the four officers plus (three) Directors at Large, (one) Support Representative, and (one) Allied Industry Representative, all entitled to one vote. The NAAA Directors and Assistant Allied Industry Representative shall serve as non-voting members of the Board of Directors.

3.2 Qualifications: The President and the NAAA Director shall have been past members of the Board of Directors.

3.3 The President shall appoint a three member nominating committee prior to the pre- convention board meeting. The President shall meet with the nominating committee and decide a slate of candidates for the offices having vacancies prior to the annual meeting.

3.4 Daily and administrative affairs of the Association shall be managed by an Executive Director, an employee of the Association. The Board of Directors, by majority vote, will determine the Executive Director's compensation and will assign additional duties as necessary. In the event of the resignation of the Executive Director, the board may appoint an interim Executive Director via majority vote. Any decisions regarding the selection and employment of the Executive Director will be made by a majority vote of the Board of Directors.

#### **Article IV: Elections and Term of Office**

4.0 Election: At the time scheduled for annual elections, the President will announce the recommendations of the Nominating Committee of members to be elected as Officer and Directors. Nominations from the floor shall be accepted at this time. The annual meeting shall proceed to election of the Officers and Board of Directors by ballot. No proxy votes shall be accepted. A majority vote is required for election to all positions. The Allied Industry membership shall submit a minimum of two names for nomination to the South Dakota Aviation Association for election to the Allied Industry Assistant position. The Allied Industry Assistant shall serve a two year term with the second year of the term serving as the Allied Industry Representative to the South Dakota Aviation Association. The Support Membership shall recommend a minimum of two names to the Association for election to the Support Representative position to serve a two year term.

4.1 Vacancies: Any vacancy occurring in the Board may be filled by a majority vote of of the remaining board members, and such newly elected board members shall serve for the remainder of their predecessor's elected term.

4.2 The President shall authorize two signers along with the Treasurer to be registered with the official depository, in case of a vacancy in the Treasurer's office.

4.3 Term: The term for each Officer and Director shall be as follows:

POSITION	TERM LENGTH	ELECTION YEARS
President:	two year term	2018/2020/2022
Vice President:	two year term	2017/2019/2021
Secretary:	two year term	2018/2020/2022
Treasurer:	two year term	2017/2019/2021
Director: (Heath's term)	three year term	2019/2022/2025
Director: (Don's term)	three year term	2017/2020/2023
Director: (Brady's term)	three year term	2018/2021/2024
NAAA Director:	three year term	2018/2021/2024
NAAA Support Rep.:	three year term	2018/2021/2024

#### **Article V: Duties of Officers and Board of Directors**

5.0 The President shall preside at all meetings of the Association and all meetings of the Board of Directors. The President shall appoint all committees of the Association and the Chairperson thereof, and shall perform such other duties as are usually and ordinarily incidental to the office of President. Additional duties may be assigned by resolution adopted by majority vote of the Association or the Board of Directors at any meeting. The President shall vote in actions of the Board of Directors only to prevent a tie vote.

5.1 The Vice-President shall assist, consult with, counsel and advise the President. In the absence or disability of the President, the Vice-President shall assume the duties and responsibilities of and act as the President. The Vice-President shall perform such other duties as are usually and ordinarily incidental to the office of Vice-President.

5.2 The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Association and of the Board of Directors. The Secretary shall forward a copy of the most recent meeting's minutes to each member of the Board of Directors within 14 days after the meeting.

5.3 The Treasurer shall have custody of the funds and securities belonging to the Association and shall receive, deposit or disburse these funds according to the direction of the Board of Directors. The Treasurer shall keep and maintain full, complete and accurate accounts and records of the Association's finances at all times. The Treasurer shall present a detailed financial report at each Board of Director's meeting.

5.4 The NAAA Representative and NAAA Support Representative shall act as liaisons between SDAA and the NAAA office in all relevant matters.

5.5 The Board of Directors shall exercise general control and supervision over the affairs for the Association and shall be empowered to determine all questions of policy that may arise during the intervals between such meetings. The Board of Directors shall meet at such time and place as designated by the President or vote of a majority of its members polled by the Secretary. Annual, regular or special meetings of the Board shall be held at a place and time as determined. Emergency meetings of the Board may be called at any time by the President, but only after a minimum of forty-eight hours advance notice of such meeting is given to each board member by the President or Executive Director. Meetings of the Board of Directors or committees designated by the board may participate in such meetings by means of teleconference or similar equipment that allows all participants in the meeting to hear each other simultaneously. Participation by a board or committee member via teleconference constitutes presence in person at the meeting.

5.6 Members of the Board of Directors are authorized to vote by electronic means approved by the Board of Directors. Any voting member may vote in person or by proxy, provided that such proxy is executed in writing by the member or his/her duly authorized attorney. No proxy shall be valid after eleven months from its execution, unless otherwise provided in the proxy. Votes submitted via approved electronic means or official written proxy shall be considered valid.

## **Article VI: Miscellaneous**

6.0 The fiscal year of the Association shall begin January 1 and end December 31 of the same calendar year.

6.1 A special assessment of dues may be levied by a two-thirds majority vote of the voting members present at any regular or special meeting of the Association.

6.2 To the maximum extent possible, funds of the Association will be deposited in an interest-bearing depository account(s) or in interest-bearing time deposits, determined by the Board of Directors.

6.3 Checks in payment of the Association's obligations shall be signed by the Treasurer, President or the Executive Director. Any expenditure beyond what is usual and ordinary shall be authorized by the President or Vice-President.

6.4 These By-laws may be amended or repealed and new By-laws adopted by the Board of Directors with a majority vote of the membership at any regular or special meeting of the Association. Written notice of such meetings shall be given to the entire membership no less than fourteen days prior to the meeting.

6.5 Meetings of the Association shall be conducted in accordance with Robert's Rules of Order.